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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
MOTORS LIQUIDATION COMPANY, et al.,	:
f/k/a General Motors Corp., et al.	:
Debtors.	:
	(Jointly Administered)
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**FIRST QUARTERLY REPORT OF NOTICED DE MINIMIS SALES
AND CERTAIN NON-NOTICED DE MINIMIS SALES CONSUMMATED
DURING THE FISCAL QUARTER FROM JULY 1, 2009 THROUGH
SEPTEMBER 30, 2009 (INCLUDING JUNE 2009) BY DEBTORS PURSUANT
TO ORDER ESTABLISHING PROCEDURES FOR *DE MINIMIS* ASSET SALES**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully represent:

First Quarterly Report

1. On August 18, 2009, the Court entered the Order Pursuant to 11 U.S.C. §§ 105 and 363 (A) Establishing Procedures for the Disposition of *De Minimis* Assets, and (B) Authorizing the Debtors to (i) Pay Related Fees, and (ii) Assume, Assume and Assign, or Reject

Related Executory Contracts or Unexpired Leases [Docket No. 3830] (the “***De Minimis Sale Procedures Order***”).¹ The *De Minimis* Sale Procedures Order authorized the Debtors to implement certain procedures to consummate sales of *de minimis* assets outside of the ordinary course of business, pursuant to section 363 of the Bankruptcy Code.

2. Under paragraph 22 of the *De Minimis* Sale Procedures Order, the Debtors are required to file and serve on the Creditors’ Committee a report summarizing (i) any Noticed *De Minimis* Sales that were consummated pursuant to the *De Minimis* Sale Procedures during the immediately preceding fiscal quarter and (ii) any Non-Noticed *De Minimis* Sales for consideration greater than \$250,000 that were consummated pursuant to the *De Minimis* Sale Procedures during the immediately preceding fiscal quarter.

3. The Debtors hereby report that no Noticed *De Minimis* Sales were consummated and no Non-Noticed *De Minimis* Sales for consideration greater than \$250,000 were consummated during the fiscal quarter July 1, 2009 through September 30, 2009, and, additionally, no such sales were consummated in June, 2009. One auction for various tooling lab equipment occurred on September 18, 2009 (the “**September Auction**”), at which multiple purchasers bought multiple assets, and each purchase was for consideration less than \$250,000. The total value of all assets purchased by all purchasers at the September Auction was approximately \$520,000.

Notice

4. Notice of this First Quarterly Report has been provided to the Creditors’ Committee and parties in interest in accordance with the Order Pursuant to 11 U.S.C. § 105(a)

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in De Minimis Sale Procedures Order.

and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated August 3, 2009 [Docket No. 3629]. The Debtors submit that such notice is sufficient and no other or further notice need be provided.

Dated: New York, New York
October 30, 2009

/s/ Stephen Karotkin
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Stephen Karotkin
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